IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

| IN RE: | § | |
|--|--------|-------------------------|
| | § | |
| RB PROCESSING, L.L.C | § | CASE NO. 13-32997-H4-11 |
| | § | |
| | § | (Chapter 11) |
| DEBTOR. | § | |
| | § | |
| Emergency Motion for (I) Authority to | § | JUDGE JEFF BOHM |
| Use of Cash Collateral and (II) to | § | Courtroom Deputy |
| Incur Post Petition Indebtedness | § | Courtroom Reporter |
| Under 11 U.S.C. § 363, §364, §502(b) | § | - |
| and § 105 [Docket #5] | § | COURT HEARING |
| | § | MAY 23, 2013 |
| Emergency Motion for Entry of an | § | 4:30 p.m. |
| Order Approving Debtor's Payment of | § | • |
| Pre-Petition Compensation, Employee | § | |
| Benefits, Taxes, Mandatory Support | § | |
| Obligations, and Payroll Processing | § | |
| Fees | | |
| [Docket #6] | § § | |

DEBTOR'S EXHIBIT AND WITNESS LIST

RB Processing, LLC ("Debtor"), Debtor herein, adopts all other exhibits and exhibit lists submitted by all other parties as their own by reference, reserving their right to object to any of those exhibits.

Also, Debtor designates the following exhibits and witnesses:

| NO. | DESCRIPTION | OFFER | OBJ | ADMIT DATE | NOT/AD DATE |
|-----|--|-------|-----|---------------|----------------|
| 1. | Voluntary Petition | | | | |
| 2. | Emergency Motion for (I) Authority to Use of Cash Collateral and (II) to Incur Post Petition Indebtedness Under 11 U.S.C. § 363, §364, §502(b) and § 105 [Docket #5] | | | | |

| NO. | DESCRIPTION | OFFER | OBJ | ADMIT DATE | NOT/AD DATE |
|-----|---|-------|-----|---------------|----------------|
| 3. | Budgets, Exhibits "A" and "B" to Emergency | | | | |
| | Motion for (I) Authority to Use of Cash | | | | |
| | Collateral and (II) to Incur Post Petition Indebtedness Under 11 U.S.C. § 363, §364, | | | | |
| | §502(b) and § 105 (Docket #5) | | | | |
| | a. Budget through May 31, 2013 – Exhibit | | | | |
| | "A" to Docket #5 | | | | |
| | b. Budget through June 30, 2013 – | | | | |
| | Exhibit "B" to Docket #5 | | | | |
| | [Docket #5] | | | | |
| 4. | DIP Financing Unsecured Promissory Note in the | | | | |
| | amount of \$100,000 - Exhibit "C" to Emergency | | | | |
| | Motion for (I) Authority to Use of Cash Collateral and (II) to Incur Post Petition | | | | |
| | Indebtedness Under 11 U.S.C. § 363, §364, | | | | |
| | \$502(b) and \$ 105 [Docket #5] | | | | |
| _ | Loan Agreement dated 10/7/2011 with Compass | | | | |
| 5. | Bank | | | | |
| 6. | Third Party Lender Agreement between BBVA | | | | |
| 0. | Compass and Capital Certified Development | | | | |
| | Corporation dated 7/30/2012 | | | | |
| 7. | U.S. Small Business Administration Note | | | | |
| | (CDC/504 Loans) dated 9/12/2012 | | | | |
| 8. | Emergency Motion for Entry of an Order Approving Debtor's Payment of Pre-Petition | | | | |
| | Compensation, Employee Benefits, Taxes, | | | | |
| | Mandatory Support Obligations, and Payroll | | | | |
| | Processing Fees | | | | |
| | [Docket #6] | | | | |
| 9. | Schedule of Pre-petition Payroll | | | | |
| 10. | Supplemental Certificate of Service of First Day | | | | |
| 10. | Motions and Proof of Service | | | | |
| | [Docket #10] | | | | |

DEBTOR'S WITNESS LIST

- 1. Ray Rice;
- 2. Any witness listed by any other party;
- 3. Any witness used for rebuttal

DATED: May 20, 2013

Respectfully submitted,

HOOVER SLOVACEK LLP

By: /s/ Melissa A. Haselden

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PROPOSED ATTORNEYS FOR DEBTOR